

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
—  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. **17557-A**  
OCT 12 '01 2-56 PM  
75  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

October 12, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Lease Termination and Equipment Disposition, dated as of October 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Equipment #33 which was previously filed with the Commission under Recordation Number 17557.

The names and addresses of the parties to the enclosed document are:

Lessor/Seller:	SLX Canada Inc, 1500 Bow Valley Square IV 250 6 <sup>th</sup> Avenue S.W. Calgary, Alberta T2P 3H7
Lessee:	Canadian National Railway Company 935 de la Gauchetiere Street West Montreal, Quebec Canada H3B 2M9

Mr. Vernon A. Williams  
October 12, 2001  
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A description of the railroad equipment covered by the enclosed schedule is:

Ten (10) GP40-2 locomotives CN 9668 - CN 9677

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination and Equipment Disposition.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 17557-A <sub>FILED</sub>

OCT 12 '01

2-56 PM

( SLX / CN Lease # 33 )

**SURFACE TRANSPORTATION BOARD**

**MEMORANDUM OF LEASE TERMINATION AND  
EQUIPMENT DISPOSITION** dated as of October 1, 2001  
between **SLX Canada Inc. ("SLX")** and **Canadian National  
Railway Company ("CN")**.

**WHEREAS**, SLX is the lessor, of the units of railroad rolling stock described on Schedule A hereto (the "Equipment"), under that certain Lease of Equipment # 33 dated as of July 18, 1991 (the "Lease") with CN as lessee;

**AND WHEREAS**, SLX acknowledges that CN has fully performed its obligations under the Lease.


**IN WITNESS WHEREOF**, the parties wish to show for the public record that on the date first above written:

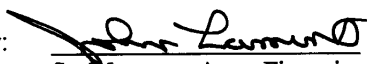
- 1) The Lease was terminated, by SLX and CN, in accordance with its terms;
- 2) SLX and CN acknowledge that certain indemnity provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by SLX to CN, free and clear of all encumbrances arising through SLX pursuant to a Bill of Sale of even date herewith;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

**SLX CANADA INC.,**  
as lessor and seller

**CANADIAN NATIONAL  
RAILWAY COMPANY,**  
as lessee and buyer

By:   
Its: Director

By:   
Its: Sr. Manager, Asset Financing

By:   
Its: Director

Note: On October 7, 1991 at 1:20 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) under primary recordation number 17557; and

On September 23, 1991 at 9:45 A.M., the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

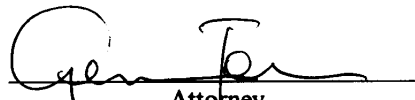
PROVINCE OF QUEBEC )

) ss:

DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of October 1, 2001  
between SLX and CN.*

On this 11th day of September, 2001, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Attorney

Bar # 190021-8

[Seal]

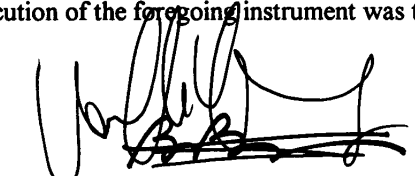
PROVINCE OF ONTARIO )

) ss:

CITY OF TORONTO )

*In the matter of a Memorandum  
dated as of October 1, 2001  
between SLX and CN.*

On this 20<sup>th</sup> day of September, 2001, before me personally appeared Bruce Barker, to me personally known, who, being by me duly sworn, says that such person is a Director of SLX Canada Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]

**SCHEDULE A**  
**DESCRIPTION OF UNITS**

<u>TYPE</u>	<u>SPECIFICATION</u>	<u>BUILDER</u>	<u>IDENTIFICATION NUMBERS</u>	<u>QUAN- TITY</u>
GP40-2 Locomotives	E4D Built 3,000 HP GP40-2 Locomotives Equipped with 16-645 E3 Diesel Engines, 2,160 Imp. Gallon Fuel Tanks and having a nominal weight of 258,000 lbs.	General Motors Canada (built between 1973- 1975)	700 to 702 (inclusive)  704 to 710 (inclusive) (to be renumbered CN9668-CN9677 (inclusive))	10